



FEDERAL ELECTION COMMISSION  
WASHINGTON, D.C. 20463

JUN 30 2004

Rainbow Media Holdings LLC  
Corporation Service Company  
2711 Centerville Road  
Suite 400  
Wilmington, DE 19808

Re: MUR 5467

Dear Sir or Madam:

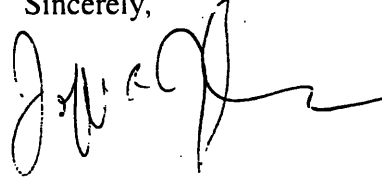
The Federal Election Commission received a complaint that indicates that Rainbow Media Holdings LLC may have violated the Federal Election Campaign Act of 1971, as amended ("the Act"). A copy of the complaint is enclosed. We have numbered this matter MUR 5467. Please refer to this number in all future correspondence.

Under the Act you have the opportunity to demonstrate in writing that no action should be taken against Rainbow Media Holdings LLC in this matter. Please submit any factual or legal materials that you believe are relevant to the Commission's analysis of this matter. Where appropriate, statements should be submitted under oath. Your response, which should be addressed to the General Counsel's Office, must be submitted by July 15, 2004. If no response is received by July 15, 2004 the Commission may take further action based on the available information.

This matter will remain confidential in accordance with 2 U.S.C. § 437g(a)(4)(B) and § 437g(a)(12)(A) unless you notify the Commission in writing that you wish the matter to be made public. If you intend to be represented by counsel in this matter, please advise the Commission by completing the enclosed form stating the name, address and telephone number of such counsel, and authorizing such counsel to receive any notifications and other communications from the Commission.

If you have any questions, please contact Kim C. Stevenson at (202) 694-1650 or toll free at 1-800-424-9530. For your information, we have enclosed a brief description of the Commission's procedures for handling complaints.

Sincerely,

A handwritten signature in black ink, appearing to read "Jeff S. Jordan", with a stylized flourish at the end.

Jeff S. Jordan  
Supervisory Attorney  
Complaints Examination &  
Legal Administration

Enclosures:

1. Complaint
2. Procedures
3. Designation of Counsel Statement